

BAY AGING FOUNDATION

BYLAWS

The name of the corporation shall be BAY AGING FOUNDATION. The corporation is a non-stock corporation organized for charitable purposes in compliance with Section 501(c)(3) of the Internal Revenue Code. The purpose of the corporation is to serve as a nonprofit entity. This mission of the Corporation is as follows: to support Bay Aging, a Virginia corporation (FEIN 54-1085032), in providing better service to senior citizens and their families by attracting diverse funding sources and making such charitable grants and gifts as appropriate. The corporation is a supporting organization as defined in § 509(c)(3) of the Internal Revenue Code.

ARTICLE I - OFFICES

The principal office of the corporation in the State of Virginia shall be located in the County of Middlesex, Virginia, at 5306 Old Virginia Street, Urbanna, Virginia 23175.

The corporation shall have and continuously maintain in the State of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Non-stock Corporation Act of the State of Virginia. The registered office may be, but need not be, identical with the principal office in the State of Virginia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - MEMBERS

The corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

Section A. General Powers. Affairs of the corporation shall be managed by its Board of Directors which shall consist of no fewer than five (5) nor more than twenty-five (25) directors. Directors shall be appointed by the Board of Directors of the Bay Aging, a Virginia corporation that is a publicly supported organization as defined in § 509(a)(1) of the Internal Revenue Code that qualifies for tax-exemption as an organization described in § 501(c)(3) of the Internal Revenue Code.

Section B. Tenure. Directors shall be appointed in the manner and for the term set forth in the corporation's Articles of Incorporation. No individual shall be appointed without his prior consent.

Section C. Regular Meetings. A regular meeting of the Board of Directors shall be held at least quarterly on such date as prescribed by a resolution of the Board of Directors.

Section D. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors.

Section E. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto, and notice of regular meetings of the Board of Directors shall be given at least seven (7) days previously thereto. Notice shall be given by written notice, delivered personally or sent by mail, to each director at such director's address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage thereon paid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular, special or annual meeting of the Board of Directors need be specified, in the Notice or Waiver of Notice of such meeting, unless especially required by law or by these bylaws.

Section F. Quorum. One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section G. Manner of Acting. An act approved by fifty-one percent (51%) of the directors present at a meeting at which a quorum is present or voting by proxy, or by telephone, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section H. Vacancies. A vacant directorship shall be filled by the Board of Directors of Bay Aging.

Section I. Compensation. Directors as such shall not receive any stated salaries for their service, but by resolution of the Board of Directors, expenses incurred by directors in the execution of duties assigned by the Board of Directors may be reimbursed.

Section J. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

ARTICLE IV - COMMITTEES

Section A. Executive Committee. There may be elected annually by the Board of Directors two (2) directors, who, with the President, Vice President, Secretary and Treasurer, shall constitute an Executive Committee. The Executive Committee may act on behalf of the Board in any matter when the Board of Directors is not in session with the express exception; however, the Executive Committee shall not have the authority to approve an amendment to the Articles of Incorporation, a plan or merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all property and assets of the corporation, the voluntary dissolution of the

corporation, or revocation of voluntary dissolution proceedings. The Executive Committee shall report to the Board of Directors for ratification of their action at each regular or special meeting called for the purpose. Three (3) directors shall constitute a quorum of the Executive Committee for the transaction of business. Meetings may be called by the President or by three (3) directors on the committee.

Section B. At the annual meeting of the Board of Directors, the President shall, subject to the approval of the Board of Directors, appoint such other committees as the Board of Directors deems advisable.

ARTICLE V - OFFICERS

Section A. Officers. Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one (1) or more assistant treasurers, as it shall deem advisable, and such officers to have the authority to perform the duties prescribed from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section B. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section C. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation may be served thereby.

Section D. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section E. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Executive Committee and of the Board of Directors. The President may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgage, bond, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section F. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section G. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall require. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI, Section III of these bylaws; and, in general, perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section H. Secretary. The Secretary shall keep the minutes of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each director; and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section I. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Etc. All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Section C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section D. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director or director's agent or attorney for any purpose at any reasonable time.

ARTICLE VIII - AMENDMENT TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or any special meeting at which quorum is present.

ARTICLE IX

As used herein, the singular shall include the plural, the plural the singular, and the use of any gender shall include the other, as well as the neuter.

The undersigned certify the foregoing bylaws have been adopted as the first bylaws of the corporation, in accordance with the requirements of the Corporation Law.

Dated: 3/3/04

Allyn W. Gemerek
ALLYN W. GEMEREK, President